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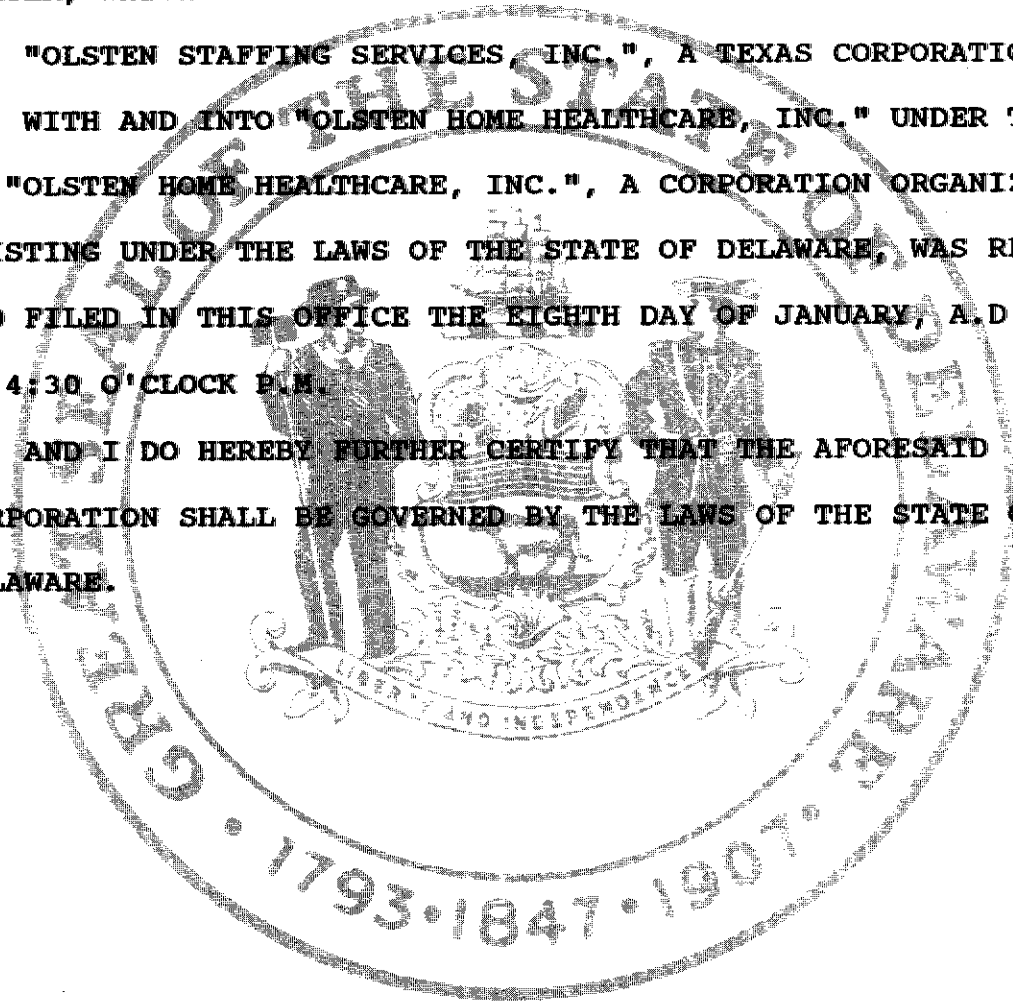
Office of the Secretary of State

SECRET
STATE OF DELAWARE
2 57 PM '96

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"OLSTEN STAFFING SERVICES, INC.", A TEXAS CORPORATION, WITH AND INTO "OLSTEN HOME HEALTHCARE, INC." UNDER THE NAME OF "OLSTEN HOME HEALTHCARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF JANUARY, A.D. 1995, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



FEB 20 1 13 PM '96
SECRET
STATE OF DELAWARE

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104ND SECRETARY OF STATE
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104ND SECRETARY OF STATE
DATE 02/13/1996 0900 37326
Edward J. Freel
Edward J. Freel, Secretary of State
CK #: 13201306 CUST# 15948
FRGN MERGE
1@ 10.00= 10.00
AUTHENTICATION:
DATE: 7805720
#: 01-26-96